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Hearing Date: October 25, 2007
10:00 A.M.

Attorneys for Wilmington Trust Company,
as Indenture Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATON, <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

**WITHDRAWAL OF PRELIMINARY OBJECTION OF WILMINGTON TRUST
COMPANY, AS INDENTURE TRUSTEE, TO MOTION FOR ORDER UNDER 11 U.S.C.
§ 363(C), 1107 AND 1108, AND CASH MANAGEMENT ORDER, AND
ALTERNATIVELY, UNDER 11 U.S.C. §§ 363(B)(1) AND 364(C), CONFIRMING
AUTHORITY OF DELPHI AUTOMOTIVE SYSTEMS (HOLDING), INC. TO
COMPLETE INTERCOMPANY TRANSFER OF FUNDS**

Wilmington Trust Company (“WTC”), as indenture trustee for the senior notes and debentures in the aggregate principal amount of \$2 billion issued by Delphi Corporation (“Delphi”), by and through its attorneys, Kirkpatrick & Lockhart Preston Gates Ellis LLP, hereby withdraws its Preliminary Objection to the Motion for Order Under 11 U.S.C. § 363(c), 1107, and 1108, and Cash Management Order, and, Alternatively, Under 11 U.S.C. §§ 363(b)(1) and 364(c), Confirming Authority of Delphi Automotive Systems (Holding), Inc. To Complete Intercompany Transfer of Funds.

Dated: New York, New York
October 24, 2007

KIRKPATRICK & LOCKHART
PRESTON GATES ELLIS LLP

By: /s/ Edward M. Fox
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A Member of the Firm
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